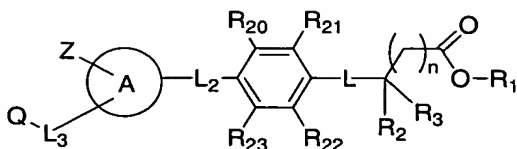


What is claimed is:

1. A compound according to claim 1 of the formula:



or a pharmaceutically acceptable salt thereof, wherein,

n is 0, 1, 2, or 3;

each R<sub>1</sub> is independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, or C<sub>3</sub>-C<sub>6</sub> alkenyl;

- R<sub>2</sub> is phenyl, phenyl(C<sub>1</sub>-C<sub>4</sub>) alkyl, C<sub>1</sub>-C<sub>6</sub> alkyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-C(O)NH<sub>2</sub>, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-C(O)NH(C<sub>1</sub>-C<sub>4</sub>)alkyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-C(O)N(C<sub>1</sub>-C<sub>4</sub>)alkyl(C<sub>1</sub>-C<sub>4</sub>)alkyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-S(O)<sub>b</sub>-(C<sub>1</sub>-C<sub>4</sub>) alkyl, (C<sub>1</sub>-C<sub>4</sub>) hydroxyalkyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-heterocycloalkyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-heteroaryl, wherein the heterocycloalkyl group is optionally fused to a phenyl ring and wherein the heterocycloalkyl portion, the phenyl portion, or both are optionally substituted with a total of 1, 2, 3, or 4 groups that are independently halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, -SO<sub>2</sub>-(C<sub>1</sub>-C<sub>4</sub>) alkyl, C<sub>1</sub>-C<sub>4</sub> haloalkyl, or C<sub>1</sub>-C<sub>4</sub> haloalkoxy; wherein b is 0, 1, or 2;

R<sub>3</sub> is H or -CO<sub>2</sub>R<sub>1</sub>,

R<sub>20</sub>, R<sub>21</sub>, R<sub>22</sub>, and R<sub>23</sub> are independently selected from H, arylalkoxy, arylalkyl, halogen, alkyl, OH, alkoxy, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, NH-aryl, -N(C<sub>1</sub>-C<sub>4</sub> alkyl)C(O)aryl, -NHC(O)aryl, NHarylalkyl, NHC(O)-(C<sub>1</sub>-C<sub>4</sub>) alkyl-aryl, N(C<sub>1</sub>-C<sub>4</sub> alkyl)C(O)-(C<sub>1</sub>-C<sub>4</sub>) alkyl-aryl, N(C<sub>1</sub>-C<sub>4</sub>)alkyl-aryl, -NHSO<sub>2</sub>-aryl, -N(C<sub>1</sub>-C<sub>4</sub>alkyl)SO<sub>2</sub>aryl, or -N(C<sub>1</sub>-C<sub>4</sub>alkyl)arylalkyl, wherein the aryl group is optionally substituted with 1, 2, 3, or 4 groups that are independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, OH, NO<sub>2</sub>, haloalkyl, haloalkoxy;

L is -SO<sub>2</sub>NH-, -SO<sub>2</sub>N(C<sub>1</sub>-C<sub>4</sub>) alkyl-, -NHSO<sub>2</sub>-, -O-, -C(O)NH-,  
 -C(O)N(C<sub>1</sub>-C<sub>4</sub>)alkyl-, -SO<sub>2</sub>-, -C(O)-(C<sub>1</sub>-C<sub>4</sub>) alkyl-, -(C<sub>1</sub>-C<sub>4</sub>)  
 alkyl-C(O)-, -NH-, -N(C<sub>1</sub>-C<sub>4</sub>) alkyl-, wherein the alkyl  
 group is optionally substituted with phenyl, which is  
 5 optionally substituted with 1, 2, 3, or 4 groups that are  
 independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, OH, NO<sub>2</sub>,  
 haloalkyl, or haloalkoxy;

L<sub>2</sub> is a bond or -C(O)NR<sub>9</sub>-, -N(R<sub>9</sub>)C(O)-, -(C<sub>1</sub>-C<sub>4</sub>)alkyl-C(O)NR<sub>9</sub>-,  
 -(C<sub>1</sub>-C<sub>4</sub>)alkyl-N(R<sub>9</sub>)C(O)-, -C(O)N(R<sub>9</sub>)-(C<sub>1</sub>-C<sub>4</sub>)alkyl-, -  
 10 N(R<sub>9</sub>)C(O) -(C<sub>1</sub>-C<sub>4</sub>)alkyl-, -(C<sub>1</sub>-C<sub>4</sub>)alkyl-C(O)N(R<sub>9</sub>)-(C<sub>1</sub>-  
 C<sub>4</sub>)alkyl-, -(C<sub>1</sub>-C<sub>4</sub>)alkyl-N(R<sub>9</sub>)C(O) -(C<sub>1</sub>-C<sub>4</sub>)alkyl-, -  
 N(R<sub>9</sub>)SO<sub>2</sub>-, -SO<sub>2</sub>N(R<sub>9</sub>)-, -N(R<sub>9</sub>)-, -N(R<sub>9</sub>)-(C<sub>1</sub>-C<sub>4</sub>)alkyl-, -O-  
 (C<sub>1</sub>-C<sub>6</sub>)alkyl-, -(C<sub>1</sub>-C<sub>6</sub>)alkyl-O-, or -(C<sub>1</sub>-C<sub>4</sub>)alkyl-N(R<sub>9</sub>)-,  
 R<sub>9</sub> is H, C<sub>1</sub>-C<sub>6</sub> alkyl optionally substituted with CO<sub>2</sub>H,

15 - - - -SO<sub>2</sub>aryl-, arylalkyl-, wherein the aryl group is  
 optionally substituted with 1, 2, 3, or 4 groups  
 that are independently C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy,  
 halogen, OH, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-  
 C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, haloalkyl, or haloalkoxy;

20 L<sub>3</sub> is a bond, -(C<sub>1</sub>-C<sub>4</sub>)alkyl-O-, -O-(C<sub>1</sub>-C<sub>4</sub>)alkyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-,  
 -alkenyl-, C(O);

the A ring is phenyl, naphthyl, thiazolyl, pyrazolyl, furanyl,  
 dihydropyrazolyl, benzofuranyl, dibenzofuranyl,  
 pyrimidyl, pyridyl, quinolinyl, naphthyl, quinazolinyl,  
 25 benzo[b]thiophene, imidazolyl, isothiazolyl, pyrrolyl,  
 oxazolyl, triazolyl, each of which is optionally  
 substituted with 1, 2, or 3 groups that are  
 independently, halogen, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>6</sub>  
 alkoxycarbonyl, haloalkyl, haloalkoxy, NO<sub>2</sub>, CN, NH<sub>2</sub>,  
 30 NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl;

Q is H, aryl, -aryl-carbonyl-aryl, -aryl-alkyl-aryl, -aryl-  
 heteroaryl, -aryl-heterocycloalkyl, -heteroaryl,  
 -heteroaryl-alkyl-aryl, -heterocycloalkyl, C<sub>1</sub>-C<sub>6</sub> alkyl,  
 halogen, haloalkoxy, haloalkyl, or alkoxycarbonyl,  
 35 wherein the aforementioned cyclic groups are optionally

substituted with 1, 2, 3, 4, or 5 groups that are independently alkoxy carbonyl, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, haloalkyl, haloalkoxy, NR<sub>6</sub>R<sub>7</sub>, or phenyl; wherein R<sub>6</sub> and R<sub>7</sub> are independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, aryl(C<sub>1</sub>-

5 C<sub>6</sub>)alkyl, alkanoyl, arylalkanoyl, alkoxy carbonyl, arylalkoxy carbonyl, heteroarylcarbonyl, heteroaryl, heterocycloalkylcarbonyl, -C(O)NH<sub>2</sub>, -C(O)NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, -C(O)N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, or -SO<sub>2</sub>-aryl, wherein the cyclic groups are optionally  
 10 substituted with 1, 2, 3, or 4 groups that are independently halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, NO<sub>2</sub>, OH, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, haloalkyl or haloalkoxy, and

Z is absent, H, -NHC(O)aryl, -N(C<sub>1</sub>-C<sub>4</sub> alkyl)C(O)aryl, or  
 15 phenyl, wherein the phenyl groups are optionally substituted with 1, 2, 3, 4, or 5 groups that are independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, haloalkyl, haloalkoxy, or NO<sub>2</sub>, or

Z is -NHC(O)-(C<sub>1</sub>-C<sub>4</sub>)alkyl-(C<sub>3</sub>-C<sub>7</sub>)cycloalkyl, -N(C<sub>1</sub>-C<sub>4</sub>)alkylC(O)-  
 20 (C<sub>1</sub>-C<sub>4</sub>)alkyl-(C<sub>3</sub>-C<sub>7</sub>)cycloalkyl;  
 provided that when L2 is a bond, the A ring is not phenyl.

2. A compound according to claim 1, wherein

R<sub>1</sub> is H, C<sub>1</sub>-C<sub>6</sub> alkyl, benzyl, or allyl;

25 R<sub>2</sub> is phenyl, phenyl(C<sub>1</sub>-C<sub>4</sub>) alkyl, C<sub>1</sub>-C<sub>6</sub> alkyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-C(O)NH<sub>2</sub>, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-C(O)NH(C<sub>1</sub>-C<sub>4</sub>)alkyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-C(O)N(C<sub>1</sub>-C<sub>4</sub>)alkyl(C<sub>1</sub>-C<sub>4</sub>)alkyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-S(O)<sub>b</sub>-(C<sub>1</sub>-C<sub>4</sub>) alkyl, (C<sub>1</sub>-C<sub>4</sub>) hydroxyalkyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-pyridinyl, -  
 30 (C<sub>1</sub>-C<sub>4</sub>) alkyl-piperidinyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-pyrrolidinyl, or -(C<sub>1</sub>-C<sub>4</sub>) alkyl-tetrahydrofuranyl, wherein the heterocycloalkyl group is optionally fused to a phenyl ring and wherein the heterocycloalkyl portion, the phenyl portion, or both are optionally substituted with a total of 1, 2, 3, or 4 groups that are independently halogen,

C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, -SO<sub>2</sub>-(C<sub>1</sub>-C<sub>4</sub>) alkyl, C<sub>1</sub>-C<sub>4</sub> haloalkyl, or C<sub>1</sub>-C<sub>4</sub> haloalkoxy;  
wherein b is 0, 1, or 2;

the A ring is thiazolyl, pyrazolyl, dihydropyrazolyl,  
5        benzofuranyl, imidazolyl, isothiazolyl, pyrrolyl,  
         oxazolyl, pyrimidyl, or triazolyl, each of which is  
         optionally substituted with 1, 2, or 3 groups that are  
         independently, halogen, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy,  
         haloalkyl, haloalkoxy, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-  
10        C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl;

Q is H, phenyl, naphthyl, -phenyl-carbonyl-phenyl, -phenyl -  
         (C<sub>1</sub>-C<sub>4</sub>)alkyl-phenyl, -phenyl-pyridyl, -phenyl-pyrimidyl,  
         -phenyl-oxazolyl, -phenyl-thiazolyl, -phenyl-imidazolyl,  
         -phenyl-pyrrolyl, -phenyl-piperidinyl, -phenyl-  
15        pyrrolidinyl, -phenyl-piperazinyl, -phenyl-morpholinyl,  
         -phenyl-thiomorpholinyl, -phenyl-thiomorpholinyl dioxide,  
         -phenyl-, pyridyl, pyrimidyl, furanyl, thienyl,  
         benzofuranyl, benzothienyl, pyrrolyl, imidazolyl, -  
         pyridyl-(C<sub>1</sub>-C<sub>4</sub>)alkyl-phenyl, -pyrimidyl-(C<sub>1</sub>-C<sub>4</sub>)alkyl-  
20        phenyl, morpholinyl, thiomorpholinyl, dibenzofuranyl,  
         thiomorpholinyl dioxide, imidazolidinyl,  
         tetrahydrofuranyl, tetrahydrothienyl, piperidinyl,  
         pyrrolidinyl, piperazinyl, C<sub>1</sub>-C<sub>6</sub> alkyl, halogen,  
         haloalkoxy, haloalkyl, or C<sub>1</sub>-C<sub>6</sub> alkoxycarbonyl, wherein  
25        the aforementioned cyclic groups are optionally  
         substituted with 1, 2, 3, 4, or 5 groups that are  
         independently alkoxycarbonyl, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy,  
         halogen, haloalkyl, haloalkoxy, NR<sub>6</sub>R<sub>7</sub>, or phenyl; wherein  
         R<sub>6</sub> and R<sub>7</sub> are independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl(C<sub>1</sub>-  
30        C<sub>6</sub>)alkyl, C<sub>2</sub>-C<sub>6</sub> alkanoyl, phenyl(C<sub>1</sub>-C<sub>6</sub>)alkanoyl, C<sub>1</sub>-C<sub>6</sub>  
         alkoxycarbonyl, phenyl(C<sub>1</sub>-C<sub>6</sub>)alkoxycarbonyl,  
         pyridylcarbonyl, furanylcarbonyl, pyridyl,  
         pyrimidyl, piperidinylcarbonyl,  
         pyrrolidinylcarbonyl, -C(O)NH<sub>2</sub>, -C(O)NH(C<sub>1</sub>-C<sub>6</sub>)alkyl,  
35        -C(O)N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, or -SO<sub>2</sub>-phenyl,

wherein the cyclic groups are optionally substituted  
with 1, 2, 3, or 4 groups that are independently  
halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, NO<sub>2</sub>, OH, NH<sub>2</sub>,  
NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, C<sub>1</sub>-C<sub>2</sub>  
haloalkyl or C<sub>1</sub>-C<sub>2</sub> haloalkoxy, and

Z is -NHC(O)phenyl, -NHC(O)naphthyl, -N(C<sub>1</sub>-C<sub>4</sub> alkyl)C(O)phenyl,  
-N(C<sub>1</sub>-C<sub>4</sub> alkyl)C(O)naphthyl, naphthyl, or phenyl, wherein  
the phenyl groups are optionally substituted with 1, 2,  
3, 4, or 5 groups that are independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub>  
alkoxy, halogen, C<sub>1</sub>-C<sub>2</sub> haloalkyl, C<sub>1</sub>-C<sub>2</sub> haloalkoxy, or NO<sub>2</sub>,  
or

Z is -NHC(O)-(C<sub>1</sub>-C<sub>4</sub>)alkyl-(C<sub>3</sub>-C<sub>7</sub>)cycloalkyl, or -N(C<sub>1</sub>-  
C<sub>4</sub>)alkylC(O)-(C<sub>1</sub>-C<sub>4</sub>)alkyl-(C<sub>3</sub>-C<sub>7</sub>)cycloalkyl.

3. A compound according to claim 2, wherein

L is -SO<sub>2</sub>NH-, -SO<sub>2</sub>N(C<sub>1</sub>-C<sub>4</sub>) alkyl-, -NHSO<sub>2</sub>-, -O-, -C(O)NH-, -  
C(O)N(C<sub>1</sub>-C<sub>4</sub>)alkyl-, -SO<sub>2</sub>-, -C(O)-(C<sub>1</sub>-C<sub>4</sub>) alkyl-, -(C<sub>1</sub>-C<sub>4</sub>)  
alkyl-C(O)-, -NH-, or -N(C<sub>1</sub>-C<sub>4</sub>) alkyl-, wherein the alkyl  
group is optionally substituted with phenyl, which is  
optionally substituted with 1, 2, 3, or 4 groups that are  
independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, OH, NO<sub>2</sub>,  
C<sub>1</sub>-C<sub>2</sub> haloalkyl, or C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

L<sub>2</sub> is a bond or -C(O)NR<sub>9</sub>-, -N(R<sub>9</sub>)C(O)-, -(C<sub>1</sub>-C<sub>4</sub>)alkyl-C(O)NR<sub>9</sub>-,  
-(C<sub>1</sub>-C<sub>4</sub>)alkyl-N(R<sub>9</sub>)C(O)-, -C(O)N(R<sub>9</sub>)-(C<sub>1</sub>-C<sub>4</sub>)alkyl-, -  
N(R<sub>9</sub>)C(O)-(C<sub>1</sub>-C<sub>4</sub>)alkyl-, -(C<sub>1</sub>-C<sub>4</sub>)alkyl-C(O)N(R<sub>9</sub>)-(C<sub>1</sub>-  
C<sub>4</sub>)alkyl-, -(C<sub>1</sub>-C<sub>4</sub>)alkyl-N(R<sub>9</sub>)C(O)-(C<sub>1</sub>-C<sub>4</sub>)alkyl-, -  
N(R<sub>9</sub>)SO<sub>2</sub>-, -SO<sub>2</sub>N(R<sub>9</sub>)-, -N(R<sub>9</sub>)-, -N(R<sub>9</sub>)-(C<sub>1</sub>-C<sub>4</sub>)alkyl-, -O-  
(C<sub>1</sub>-C<sub>4</sub>)alkyl-, -(C<sub>1</sub>-C<sub>4</sub>)alkyl-O-, or -(C<sub>1</sub>-C<sub>4</sub>)alkyl-N(R<sub>9</sub>)-,  
R<sub>9</sub> is H, C<sub>1</sub>-C<sub>6</sub> alkyl, -SO<sub>2</sub>phenyl, phenyl(C<sub>1</sub>-C<sub>4</sub>)alkyl,

naphthyl(C<sub>1</sub>-C<sub>4</sub>)alkyl, anthracenyl(C<sub>1</sub>-C<sub>4</sub>)alkyl,  
wherein the phenyl group is optionally substituted  
with 1, 2, 3, or 4 groups that are independently C<sub>1</sub>-  
C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, halogen, OH, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-  
C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, C<sub>1</sub>-C<sub>2</sub> haloalkyl,  
or C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

L<sub>3</sub> is a bond, -(C<sub>1</sub>-C<sub>4</sub>)alkyl-O-, -O-(C<sub>1</sub>-C<sub>4</sub>)alkyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-, -C(O)-; and

R<sub>20</sub>, R<sub>21</sub>, R<sub>22</sub>, and R<sub>23</sub> are independently selected from H, phenyl(C<sub>1</sub>-C<sub>4</sub>)alkoxy, phenyl(C<sub>1</sub>-C<sub>4</sub>)alkyl, halogen, alkyl, OH, alkoxy, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, NH-phenyl, -NHC(O)-(C<sub>1</sub>-C<sub>4</sub>) alkyl-phenyl, -N(C<sub>1</sub>-C<sub>4</sub> alkyl)C(O)-(C<sub>1</sub>-C<sub>4</sub>) alkyl-phenyl, N(C<sub>1</sub>-C<sub>4</sub>)alkyl-phenyl, -NHSO<sub>2</sub>-phenyl, -N(C<sub>1</sub>-C<sub>4</sub>alkyl)SO<sub>2</sub>phenyl, NHbenzyl, or -N(C<sub>1</sub>-C<sub>6</sub>)alkylbenzyl, wherein the phenyl and naphthyl groups are optionally substituted with 1, 2, 3, or 4 groups that are independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, OH, NO<sub>2</sub>, C<sub>1</sub>-C<sub>2</sub> haloalkyl, or C<sub>1</sub>-C<sub>2</sub> haloalkoxy.

4. A compound according to claim 3, wherein

L is -SO<sub>2</sub>NH-, -SO<sub>2</sub>N(C<sub>1</sub>-C<sub>4</sub>) alkyl-, -C(O)NH-, -C(O)N(C<sub>1</sub>-C<sub>4</sub>)alkyl-, -NH-, or -N(C<sub>1</sub>-C<sub>4</sub>) alkyl-, wherein the alkyl group is optionally substituted with phenyl, which is optionally substituted with 1, 2, 3, or 4 groups that are independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, OH, NO<sub>2</sub>, C<sub>1</sub>-C<sub>2</sub> haloalkyl, or C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

L<sub>2</sub> is a bond or -C(O)NR<sub>9</sub>-, -N(R<sub>9</sub>)C(O)-, -(C<sub>1</sub>-C<sub>4</sub>)alkyl-C(O)NR<sub>9</sub>-, -(C<sub>1</sub>-C<sub>4</sub>)alkyl-N(R<sub>9</sub>)C(O)-, -C(O)N(R<sub>9</sub>)-(C<sub>1</sub>-C<sub>4</sub>)alkyl-, -N(R<sub>9</sub>)C(O)-(C<sub>1</sub>-C<sub>4</sub>)alkyl-, -N(R<sub>9</sub>)SO<sub>2</sub>-, -SO<sub>2</sub>N(R<sub>9</sub>)-, -N(R<sub>9</sub>)-, -N(R<sub>9</sub>)-(C<sub>1</sub>-C<sub>4</sub>)alkyl-, -O-(C<sub>1</sub>-C<sub>4</sub>)alkyl-, -(C<sub>1</sub>-C<sub>4</sub>)alkyl-O-, or -(C<sub>1</sub>-C<sub>4</sub>)alkyl-N(R<sub>9</sub>)-,

R<sub>9</sub> is H, C<sub>1</sub>-C<sub>6</sub> alkyl, -SO<sub>2</sub>phenyl, phenyl(C<sub>1</sub>-C<sub>4</sub>)alkyl, wherein the phenyl group is optionally substituted with 1, 2, 3, or 4 groups that are independently C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, halogen, OH, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, C<sub>1</sub>-C<sub>2</sub> haloalkyl, or C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

L<sub>3</sub> is a bond, -(C<sub>1</sub>-C<sub>4</sub>)alkyl-O-, -O-(C<sub>1</sub>-C<sub>4</sub>)alkyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-, -C(O)-;

R<sub>1</sub> is H, C<sub>1</sub>-C<sub>6</sub> alkyl, benzyl or allyl;

R<sub>2</sub> is phenyl, phenyl(C<sub>1</sub>-C<sub>4</sub>) alkyl, C<sub>1</sub>-C<sub>6</sub> alkyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-  
 C(O)NH<sub>2</sub>, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-C(O)NH(C<sub>1</sub>-C<sub>4</sub>)alkyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-  
 C(O)N(C<sub>1</sub>-C<sub>4</sub>)alkyl(C<sub>1</sub>-C<sub>4</sub>)alkyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-S(O)<sub>b</sub>-(C<sub>1</sub>-C<sub>4</sub>)  
 alkyl, (C<sub>1</sub>-C<sub>4</sub>) hydroxyalkyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-piperidinyl, -  
 5 (C<sub>1</sub>-C<sub>4</sub>) alkyl-pyrrolidinyl, wherein the heterocycloalkyl  
 group is optionally fused to a phenyl ring and wherein  
 the heterocycloalkyl portion, the phenyl portion, or both  
 are optionally substituted with a total of 1, 2, 3, or 4  
 groups that are independently halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub>  
 10 alkoxy, -SO<sub>2</sub>-(C<sub>1</sub>-C<sub>4</sub>) alkyl, C<sub>1</sub>-C<sub>4</sub> haloalkyl, or C<sub>1</sub>-C<sub>4</sub>  
 haloalkoxy;  
 wherein b is 0, 1, or 2;

R<sub>3</sub> is H;

R<sub>20</sub>, R<sub>21</sub>, R<sub>22</sub>, and R<sub>23</sub> are independently selected from H,  
 15 phenyl(C<sub>1</sub>-C<sub>4</sub>)alkoxy, phenyl(C<sub>1</sub>-C<sub>4</sub>)alkyl, halogen, alkyl,  
 OH, alkoxy, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-  
 C<sub>6</sub>)alkyl, NH-phenyl, N(C<sub>1</sub>-C<sub>4</sub>)alkyl-phenyl, NHbenzyl, or -  
 N(C<sub>1</sub>-C<sub>6</sub>)alkylbenzyl, wherein the phenyl groups are  
 optionally substituted with 1, 2, 3, or 4 groups that are  
 20 independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, OH, NO<sub>2</sub>,  
 C<sub>1</sub>-C<sub>2</sub> haloalkyl, or C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

the A ring is thiazolyl, pyrazolyl, dihydropyrazolyl,  
 benzofuranyl, imidazolyl, isothiazolyl, pyrrolyl,  
 oxazolyl, pyrimidyl, or triazolyl, each of which is  
 25 optionally substituted with 1, or 2 groups that are  
 independently, halogen, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy,  
 haloalkyl, haloalkoxy, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-  
 C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl;

Q is H, phenyl, naphthyl, -phenyl-carbonyl-phenyl, -phenyl -  
 30 (C<sub>1</sub>-C<sub>4</sub>)alkyl- phenyl, -phenyl-pyridyl, -phenyl-pyrimidyl,  
 -phenyl-pyrrolyl, -phenyl-piperidinyl, -phenyl-  
 pyrrolidinyl, -phenyl-piperazinyl, -phenyl-, pyridyl,  
 pyrimidyl, furanyl, thienyl, pyrrolyl, imidazolyl, -  
 pyridyl-(C<sub>1</sub>-C<sub>4</sub>)alkyl-phenyl, imidazolidinyl,  
 35 dibenzofuranyl, tetrahydrofuranyl, tetrahydrothienyl,

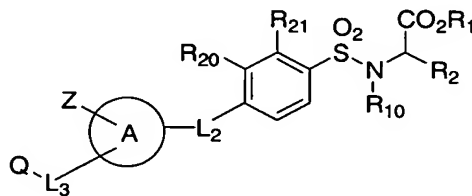
piperidinyl, pyrrolidinyl, piperazinyl, C<sub>1</sub>-C<sub>6</sub> alkyl, halogen, C<sub>1</sub>-C<sub>4</sub> haloalkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, or C<sub>1</sub>-C<sub>6</sub> alkoxy, wherein the aforementioned cyclic groups are optionally substituted with 1, 2, 3, 4, or 5 groups that are independently alkoxy, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, C<sub>1</sub>-C<sub>4</sub> haloalkyl, C<sub>1</sub>-C<sub>4</sub> haloalkoxy, NR<sub>6</sub>R<sub>7</sub>, or phenyl; wherein

R<sub>6</sub> and R<sub>7</sub> are independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, C<sub>2</sub>-C<sub>6</sub> alkanoyl, phenyl(C<sub>1</sub>-C<sub>6</sub>)alkanoyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, C<sub>1</sub>-C<sub>6</sub> alkoxy, pyridyl, or -SO<sub>2</sub>-phenyl, wherein the cyclic groups are optionally substituted with 1, 2, 3, or 4 groups that are independently halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, NO<sub>2</sub>, OH, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, C<sub>1</sub>-C<sub>2</sub> haloalkyl or C<sub>1</sub>-C<sub>2</sub> haloalkoxy, and

Z is -NHC(O)phenyl, -NHC(O)naphthyl, -N(C<sub>1</sub>-C<sub>4</sub> alkyl)C(O)phenyl, -N(C<sub>1</sub>-C<sub>4</sub> alkyl)C(O)naphthyl, naphthyl, or phenyl, wherein the phenyl groups are optionally substituted with 1, 2, 3, 4, or 5 groups that are independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, C<sub>1</sub>-C<sub>2</sub> haloalkyl, C<sub>1</sub>-C<sub>2</sub> haloalkoxy, or NO<sub>2</sub>, or

Z is -NHC(O)-(C<sub>1</sub>-C<sub>4</sub>)alkyl-(C<sub>3</sub>-C<sub>7</sub>)cycloalkyl, or -N(C<sub>1</sub>-C<sub>4</sub>)alkylC(O)-(C<sub>1</sub>-C<sub>4</sub>)alkyl-(C<sub>3</sub>-C<sub>7</sub>)cycloalkyl.

5. A compound according to claim 4 of the formula



wherein,

R<sub>1</sub> is H, C<sub>1</sub>-C<sub>4</sub> alkyl, or benzyl;

R<sub>2</sub> is phenyl, phenyl(C<sub>1</sub>-C<sub>4</sub>) alkyl, C<sub>1</sub>-C<sub>6</sub> alkyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-piperidinyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-pyrrolidinyl, wherein the heterocycloalkyl group is optionally fused to a phenyl



ring and wherein the heterocycloalkyl portion, the phenyl portion, or both are optionally substituted with a total of 1, 2, 3, or 4 groups that are independently halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, -SO<sub>2</sub>-(C<sub>1</sub>-C<sub>4</sub>) alkyl, C<sub>1</sub>-C<sub>2</sub>

5 haloalkyl, or C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

R<sub>10</sub> is H, C<sub>1</sub>-C<sub>6</sub> alkyl, wherein the alkyl group is optionally substituted with phenyl, which is optionally substituted with 1, 2, 3, or 4 groups that are independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, OH, NO<sub>2</sub>, C<sub>1</sub>-C<sub>2</sub> haloalkyl, or  
10 C<sub>1</sub>-C<sub>2</sub> haloalkoxy; and

R<sub>20</sub>, and R<sub>21</sub>, are independently selected from H, benzyloxy, benzyl, halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, OH, C<sub>1</sub>-C<sub>4</sub> alkoxy, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, NH-phenyl, N(C<sub>1</sub>-C<sub>4</sub>)alkyl-phenyl, NHbenzyl, or -N(C<sub>1</sub>-C<sub>6</sub>)alkylbenzyl,

- 15 - wherein the phenyl groups are optionally substituted with 1, 2, 3, or 4 groups that are independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, OH, NO<sub>2</sub>, C<sub>1</sub>-C<sub>2</sub> haloalkyl, or C<sub>1</sub>-C<sub>2</sub> haloalkoxy.

20 6. A compound according to claim 5, wherein

L<sub>2</sub> is a bond or -C(O)NR<sub>9</sub>-, -N(R<sub>9</sub>)C(O)-, -(C<sub>1</sub>-C<sub>4</sub>)alkyl-C(O)NR<sub>9</sub>-, -(C<sub>1</sub>-C<sub>4</sub>)alkyl-N(R<sub>9</sub>)C(O)-, -N(R<sub>9</sub>)SO<sub>2</sub>-, -SO<sub>2</sub>N(R<sub>9</sub>)-, -N(R<sub>9</sub>)-, -N(R<sub>9</sub>)-(C<sub>1</sub>-C<sub>4</sub>)alkyl-, or -(C<sub>1</sub>-C<sub>4</sub>)alkyl-N(R<sub>9</sub>)-,

R<sub>9</sub> is H, C<sub>1</sub>-C<sub>6</sub> alkyl, -SO<sub>2</sub>phenyl, benzyl, phenethyl,

25 naphthyl-CH<sub>2</sub>-, anthracenyl-CH<sub>2</sub>-, wherein the phenyl group is optionally substituted with 1, 2, 3, or 4 groups that are independently C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, halogen, OH, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, C<sub>1</sub>-C<sub>2</sub> haloalkyl, or C<sub>1</sub>-C<sub>2</sub>

30 haloalkoxy;

L<sub>3</sub> is a bond, -(C<sub>1</sub>-C<sub>4</sub>)alkyl-O-, -O-(C<sub>1</sub>-C<sub>4</sub>)alkyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-, -C(O)-;

the A ring is thiazolyl, pyrazolyl, dihydropyrazolyl,

benzofuranyl, imidazolyl, isothiazolyl, pyrrolyl,

35 pyrimidyl, or oxazolyl, each of which is optionally

substituted with 1, or 2 groups that are independently, halogen, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, haloalkyl, haloalkoxy, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl;

Q is H, phenyl, naphthyl, -phenyl-carbonyl-phenyl, -phenyl-

5 pyridyl, -phenyl-piperidinyl, -phenyl-pyrrolidinyl, pyridyl, pyrimidyl, furanyl, thienyl, piperidinyl, dibenzofuranyl, pyrrolidinyl, piperazinyl, C<sub>1</sub>-C<sub>6</sub> alkyl, halogen, C<sub>1</sub>-C<sub>4</sub> haloalkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, or C<sub>1</sub>-C<sub>6</sub> alkoxycarbonyl, wherein the aforementioned cyclic groups  
10 are optionally substituted with 1, 2, 3, 4, or 5 groups that are independently alkoxycarbonyl, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, C<sub>1</sub>-C<sub>4</sub> haloalkyl, C<sub>1</sub>-C<sub>4</sub> haloalkoxy, or NR<sub>6</sub>R<sub>7</sub>; wherein

R<sub>6</sub> and R<sub>7</sub> are independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl(C<sub>1</sub>-  
15 C<sub>4</sub>)alkyl, C<sub>2</sub>-C<sub>6</sub> alkanoyl, phenyl(C<sub>1</sub>-C<sub>4</sub>)alkanoyl, C<sub>1</sub>-C<sub>6</sub> alkoxycarbonyl, phenyl(C<sub>1</sub>-C<sub>4</sub>)alkoxycarbonyl, pyridylcarbonyl, or -SO<sub>2</sub>-phenyl, wherein the cyclic groups are optionally substituted with 1, 2, 3, or 4 groups that are independently halogen, C<sub>1</sub>-C<sub>4</sub> alkyl,  
20 C<sub>1</sub>-C<sub>4</sub> alkoxy, NO<sub>2</sub>, OH, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, CF<sub>3</sub>, or OCF<sub>3</sub>, and

Z is -NHC(O)phenyl, -NHC(O)naphthyl, -N(C<sub>1</sub>-C<sub>4</sub> alkyl)C(O)phenyl, -N(C<sub>1</sub>-C<sub>4</sub> alkyl)C(O)naphthyl, naphthyl, or phenyl, wherein the phenyl groups are optionally substituted with 1, 2,  
25 3, 4, or 5 groups that are independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, C<sub>1</sub>-C<sub>2</sub> haloalkyl, C<sub>1</sub>-C<sub>2</sub> haloalkoxy, or NO<sub>2</sub>, or

Z is -NHC(O)-(C<sub>1</sub>-C<sub>4</sub>)alkyl-(C<sub>3</sub>-C<sub>7</sub>)cycloalkyl, or -N(C<sub>1</sub>-C<sub>4</sub>)alkylC(O)-(C<sub>1</sub>-C<sub>4</sub>)alkyl-(C<sub>3</sub>-C<sub>7</sub>)cycloalkyl.

30

7. A compound according to claim 6, wherein

R<sub>1</sub> is H, C<sub>1</sub>-C<sub>4</sub> alkyl, or benzyl;

R<sub>2</sub> is phenyl, phenyl(C<sub>1</sub>-C<sub>4</sub>) alkyl, C<sub>1</sub>-C<sub>6</sub> alkyl, wherein the phenyl portion, or both are optionally substituted with a  
35 total of 1, 2, 3, or 4 groups that are independently

halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, -SO<sub>2</sub>-(C<sub>1</sub>-C<sub>4</sub>) alkyl, CF<sub>3</sub>,  
or OCF<sub>3</sub>;

R<sub>10</sub> is H, C<sub>1</sub>-C<sub>4</sub> alkyl, wherein the alkyl group is optionally  
substituted with phenyl, which is optionally substituted  
5 with 1, 2, 3, or 4 groups that are independently C<sub>1</sub>-C<sub>6</sub>  
alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, OH, NO<sub>2</sub>, C<sub>1</sub>-C<sub>2</sub> haloalkyl, or  
C<sub>1</sub>-C<sub>2</sub> haloalkoxy; and

R<sub>20</sub>, and R<sub>21</sub>, are independently selected from H, halogen, C<sub>1</sub>-C<sub>4</sub>  
alkyl, OH, C<sub>1</sub>-C<sub>4</sub> alkoxy, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, or N(C<sub>1</sub>-  
10 C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl,

L<sub>2</sub> is a bond or -C(O)NR<sub>9</sub>-, -N(R<sub>9</sub>)C(O)-, -(C<sub>1</sub>-C<sub>4</sub>)alkyl-C(O)NR<sub>9</sub>-,  
-(C<sub>1</sub>-C<sub>4</sub>)alkyl-N(R<sub>9</sub>)C(O)-, -N(R<sub>9</sub>)SO<sub>2</sub>-, -SO<sub>2</sub>N(R<sub>9</sub>)-, -N(R<sub>9</sub>)-,  
-N(R<sub>9</sub>)-(C<sub>1</sub>-C<sub>4</sub>)alkyl-, or -(C<sub>1</sub>-C<sub>4</sub>)alkyl-N(R<sub>9</sub>)-,

R<sub>9</sub> is H, C<sub>1</sub>-C<sub>6</sub> alkyl, -SO<sub>2</sub>phenyl, benzyl, phenethyl,

15 wherein the phenyl-group is optionally substituted  
with 1, 2, 3, or 4 groups that are independently C<sub>1</sub>-  
C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, halogen, OH, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-  
C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, CF<sub>3</sub>, or OCF<sub>3</sub>;

L<sub>3</sub> is a bond, -(C<sub>1</sub>-C<sub>4</sub>)alkyl-O-, -O-(C<sub>1</sub>-C<sub>4</sub>)alkyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-,  
20 or -C(O)-;

the A ring is thiazolyl, pyrazolyl, dihydropyrazolyl,  
benzofuranyl, imidazolyl, isothiazolyl, pyrrolyl,  
pyrimidyl, or oxazolyl, each of which is optionally  
substituted with 1, or 2 groups that are independently,  
25 halogen, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, haloalkyl, haloalkoxy,  
NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl;

Q is H, phenyl, naphthyl, pyridyl, pyrimidyl, furanyl,  
thienyl, piperidiny, pyrrolidinyl, piperazinyl, C<sub>1</sub>-C<sub>6</sub>  
alkyl, halogen, C<sub>1</sub>-C<sub>2</sub> haloalkoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, or C<sub>1</sub>-C<sub>6</sub>  
30 alkoxycarbonyl, wherein the aforementioned cyclic groups  
are optionally substituted with 1, 2, 3, 4, or 5 groups  
that are independently alkoxycarbonyl, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub>  
alkoxy, halogen, C<sub>1</sub>-C<sub>4</sub> haloalkyl, C<sub>1</sub>-C<sub>4</sub> haloalkoxy, or  
NR<sub>6</sub>R<sub>7</sub>; wherein

$R_6$  and  $R_7$  are independently H,  $C_1$ - $C_6$  alkyl, phenyl( $C_1$ - $C_4$ )alkyl,  $C_2$ - $C_6$  alkanoyl, phenyl( $C_1$ - $C_4$ )alkanoyl, wherein the phenyl groups are optionally substituted with 1, 2, 3, or 4 groups that are independently halogen,  $C_1$ - $C_4$  alkyl,  $C_1$ - $C_4$  alkoxy,  $NO_2$ , OH,  $NH_2$ ,  $NH(C_1-C_6)alkyl$ ,  $N(C_1-C_6)alkyl(C_1-C_6)alkyl$ ,  $CF_3$ , or  $OCF_3$ , and

$Z$  is  $-NHC(O)phenyl$ ,  $-N(C_1-C_4 alkyl)C(O)phenyl$ , or phenyl, wherein the phenyl groups are optionally substituted with 1, 2, 3, 4, or 5 groups that are independently  $C_1$ - $C_6$  alkyl,  $C_1$ - $C_6$  alkoxy, halogen,  $C_1$ - $C_2$  haloalkyl,  $C_1$ - $C_2$  haloalkoxy, or  $NO_2$ , or

$Z$  is  $-NHC(O)-(C_1-C_4)alkyl-(C_3-C_7)cycloalkyl$ , or  $-N(C_1-C_4)alkylC(O)-(C_1-C_4)alkyl-(C_3-C_7)cycloalkyl$ .

8. A compound according to claim 7, wherein

$R_1$  is H, or  $C_1$ - $C_4$  alkyl;

$R_2$  is phenyl, phenyl( $C_1$ - $C_4$ ) alkyl,  $C_1$ - $C_6$  alkyl, wherein the phenyl portion, or both are optionally substituted with a total of 1, 2, 3, or 4 groups that are independently halogen,  $C_1$ - $C_4$  alkyl,  $C_1$ - $C_4$  alkoxy, or  $-SO_2-(C_1-C_4) alkyl$ ;

$R_{10}$  is H,  $C_1$ - $C_4$  alkyl, wherein the alkyl group is optionally substituted with phenyl, which is optionally substituted with 1, 2, 3, or 4 groups that are independently  $C_1$ - $C_6$  alkyl,  $C_1$ - $C_6$  alkoxy, halogen, OH,  $NO_2$ ,  $CF_3$ , or  $OCF_3$ ; and

At least one of  $R_{20}$  and  $R_{21}$ , is H, while the other is H, halogen,  $C_1$ - $C_4$  alkyl, OH,  $C_1$ - $C_4$  alkoxy,  $NO_2$ ,  $NH_2$ ,  $NH(C_1-C_6)alkyl$ , or  $N(C_1-C_6)alkyl(C_1-C_6)alkyl$ ,

$L_2$  is a bond or  $-C(O)NR_9-$ ,  $-N(R_9)C(O)-$ ,  $-N(R_9)SO_2-$ ,  $-SO_2N(R_9)-$ ,  $-N(R_9)-$ ,  $-N(R_9)-(C_1-C_4)alkyl-$ , or  $-(C_1-C_4)alkyl-N(R_9)-$ ,

$R_9$  is H,  $C_1$ - $C_6$  alkyl,  $-SO_2phenyl$ , benzyl, phenethyl, wherein the phenyl group is optionally substituted with 1, 2, 3, or 4 groups that are independently  $C_1$ - $C_4$  alkyl,  $C_1$ - $C_4$  alkoxy, halogen, OH,  $NO_2$ ,  $NH_2$ ,  $NH(C_1-C_6)alkyl$ ,  $N(C_1-C_6)alkyl(C_1-C_6)alkyl$ ,  $CF_3$ , or  $OCF_3$ ;

L<sub>3</sub> is a bond, -(C<sub>1</sub>-C<sub>4</sub>)alkyl-O-, -O-(C<sub>1</sub>-C<sub>4</sub>)alkyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-, or -C(O)-;

the A ring is thiazolyl, pyrazolyl, dihydropyrazolyl, benzofuranyl, imidazolyl, isothiazolyl, pyrrolyl, pyrimidyl, or oxazolyl, each of which is optionally substituted with 1, or 2 groups that are independently, halogen, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, haloalkyl, haloalkoxy, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl;

Q is H, phenyl, naphthyl, pyridyl, pyrimidyl, furanyl, thienyl, piperidinyl, pyrrolidinyl, or piperazinyl each of which is optionally substituted with 1, 2, 3, 4, or 5 groups that are independently alkoxycarbonyl, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, CF<sub>3</sub>, OCF<sub>3</sub>, or NR<sub>6</sub>R<sub>7</sub>; wherein R<sub>6</sub> and R<sub>7</sub> are independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl(C<sub>1</sub>-C<sub>4</sub>)alkyl, -C<sub>2</sub>-C<sub>6</sub> alkanoyl, phenyl(C<sub>1</sub>-C<sub>4</sub>)alkanoyl, wherein the phenyl groups are optionally substituted with 1, 2, 3, or 4 groups that are independently halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, NO<sub>2</sub>, OH, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, CF<sub>3</sub>, or OCF<sub>3</sub>, and

Z is -NHC(O)phenyl, -N(C<sub>1</sub>-C<sub>4</sub> alkyl)C(O)phenyl, or phenyl, wherein the phenyl groups are optionally substituted with 1, 2, 3, 4, or 5 groups that are independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, C<sub>1</sub>-C<sub>2</sub> haloalkyl, C<sub>1</sub>-C<sub>2</sub> haloalkoxy, or NO<sub>2</sub>, or

Z is -NHC(O)-(C<sub>1</sub>-C<sub>4</sub>)alkyl-(C<sub>3</sub>-C<sub>7</sub>)cycloalkyl, or -N(C<sub>1</sub>-C<sub>4</sub>)alkylC(O)-(C<sub>1</sub>-C<sub>4</sub>)alkyl-(C<sub>3</sub>-C<sub>7</sub>)cycloalkyl.

9. A compound according to claim 8, wherein

L<sub>2</sub> is a bond;

R<sub>2</sub> is phenyl, benzyl, phenethyl, or C<sub>1</sub>-C<sub>6</sub> alkyl, wherein the phenyl portion is optionally substituted with a total of 1, 2, 3, or 4 groups that are independently halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, or -SO<sub>2</sub>-(C<sub>1</sub>-C<sub>4</sub>) alkyl;

- Q is phenyl, or pyridyl, each of which is optionally substituted with 1, 2, 3, 4, or 5 groups that are independently C<sub>1</sub>-C<sub>6</sub> alkoxy, carbonyl, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, CF<sub>3</sub>, OCF<sub>3</sub>, or NR<sub>6</sub>R<sub>7</sub>; wherein
- 5 R<sub>6</sub> and R<sub>7</sub> are independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl(C<sub>1</sub>-C<sub>4</sub>)alkyl, C<sub>2</sub>-C<sub>6</sub> alkanoyl, phenyl(C<sub>1</sub>-C<sub>4</sub>)alkanoyl, wherein the phenyl groups are optionally substituted with 1, 2, 3, or 4 groups that are independently halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, NO<sub>2</sub>, OH, NH<sub>2</sub>,
- 10 NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, CF<sub>3</sub>, or OCF<sub>3</sub>, and
- Z is phenyl, which is optionally substituted with 1, 2, 3, 4, or 5 groups that are independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, C<sub>1</sub>-C<sub>2</sub> haloalkyl, C<sub>1</sub>-C<sub>2</sub> haloalkoxy, or NO<sub>2</sub>.
- 15 10. A compound according to claim 1, wherein
- n is 0, 1, 2, or 3;
- R<sub>1</sub> is H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, or C<sub>3</sub>-C<sub>6</sub> alkenyl;
- R<sub>2</sub> is phenyl, phenyl(C<sub>1</sub>-C<sub>4</sub>) alkyl, C<sub>1</sub>-C<sub>6</sub> alkyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-
- 20 C(O)NH<sub>2</sub>, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-C(O)NH(C<sub>1</sub>-C<sub>4</sub>)alkyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-C(O)N(C<sub>1</sub>-C<sub>4</sub>)alkyl(C<sub>1</sub>-C<sub>4</sub>)alkyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-S(O)<sub>b</sub>-(C<sub>1</sub>-C<sub>4</sub>) alkyl, (C<sub>1</sub>-C<sub>4</sub>) hydroxyalkyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-pyridinyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-piperidinyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-pyrrolidinyl, or -(C<sub>1</sub>-C<sub>4</sub>) alkyl-tetrahydrofuran-2-yl, wherein the
- 25 heterocycloalkyl group is optionally fused to a phenyl ring and wherein the heterocycloalkyl portion, the phenyl portion, or both are optionally substituted with a total of 1, 2, 3, or 4 groups that are independently halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, -SO<sub>2</sub>-(C<sub>1</sub>-C<sub>4</sub>) alkyl, C<sub>1</sub>-C<sub>4</sub>
- 30 haloalkyl, or C<sub>1</sub>-C<sub>4</sub> haloalkoxy;
- wherein b is 0, 1, or 2;
- R<sub>3</sub> is H or -CO<sub>2</sub>R<sub>1</sub>,
- R<sub>20</sub>, R<sub>21</sub>, R<sub>22</sub>, and R<sub>23</sub> are independently selected from H, phenylalkoxy, phenylalkyl, halogen, alkyl, OH, alkoxy,
- 35 NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, NH-

phenyl, -N(C<sub>1</sub>-C<sub>4</sub> alkyl)C(O)phenyl, -NHC(O)phenyl, NHphenylalkyl, NHC(O)-(C<sub>1</sub>-C<sub>4</sub>) alkyl-phenyl, N(C<sub>1</sub>-C<sub>4</sub> alkyl)C(O)-(C<sub>1</sub>-C<sub>4</sub>) alkyl-phenyl, N(C<sub>1</sub>-C<sub>4</sub>)alkyl-phenyl, -NHSO<sub>2</sub>-phenyl, -N(C<sub>1</sub>-C<sub>4</sub>alkyl)SO<sub>2</sub>phenyl, or -N(C<sub>1</sub>-C<sub>4</sub>alkyl)phenylalkyl, wherein the phenyl group is optionally substituted with 1, 2, 3, or 4 groups that are independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, OH, NO<sub>2</sub>, haloalkyl, haloalkoxy; and

L is -SO<sub>2</sub>NH-, -SO<sub>2</sub>N(C<sub>1</sub>-C<sub>4</sub>) alkyl-, -NHSO<sub>2</sub>-, -O-, -C(O)NH-, -C(O)N(C<sub>1</sub>-C<sub>4</sub>)alkyl-, -SO<sub>2</sub>-, -C(O)-(C<sub>1</sub>-C<sub>4</sub>) alkyl-, -(C<sub>1</sub>-C<sub>4</sub>)alkyl-C(O)-, -NH-, -N(C<sub>1</sub>-C<sub>4</sub>) alkyl-, wherein the alkyl group is optionally substituted with phenyl, which is optionally substituted with 1, 2, 3, or 4 groups that are independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, OH, NO<sub>2</sub>, haloalkyl, or haloalkoxy.

11. A compound according to claim 10, wherein

L<sub>2</sub> is a bond or -C(O)NR<sub>9</sub>-, -N(R<sub>9</sub>)C(O)-, -(C<sub>1</sub>-C<sub>4</sub>)alkyl-C(O)NR<sub>9</sub>-, -(C<sub>1</sub>-C<sub>4</sub>)alkyl-N(R<sub>9</sub>)C(O)-, -C(O)N(R<sub>9</sub>)-(C<sub>1</sub>-C<sub>4</sub>)alkyl-, -N(R<sub>9</sub>)C(O) -(C<sub>1</sub>-C<sub>4</sub>)alkyl-, -(C<sub>1</sub>-C<sub>4</sub>)alkyl-C(O)N(R<sub>9</sub>)-(C<sub>1</sub>-C<sub>4</sub>)alkyl-, -(C<sub>1</sub>-C<sub>4</sub>)alkyl-N(R<sub>9</sub>)C(O) -(C<sub>1</sub>-C<sub>4</sub>)alkyl-, -N(R<sub>9</sub>)SO<sub>2</sub>-, -SO<sub>2</sub>N(R<sub>9</sub>)-, -N(R<sub>9</sub>)-, -N(R<sub>9</sub>)-(C<sub>1</sub>-C<sub>4</sub>)alkyl-, -O-(C<sub>1</sub>-C<sub>6</sub>)alkyl-, -(C<sub>1</sub>-C<sub>6</sub>)alkyl-O-, or -(C<sub>1</sub>-C<sub>4</sub>)alkyl-N(R<sub>9</sub>)-, R<sub>9</sub> is H, C<sub>1</sub>-C<sub>6</sub> alkyl optionally substituted with CO<sub>2</sub>H, -SO<sub>2</sub>phenyl, phenylalkyl, naphthylalkyl, or anthracenylalkyl, wherein the aryl group is optionally substituted with 1, 2, 3, or 4 groups that are independently C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, halogen, OH, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, haloalkyl, or haloalkoxy;

L<sub>3</sub> is absent, a bond, -(C<sub>1</sub>-C<sub>4</sub>)alkyl-O-, -O-(C<sub>1</sub>-C<sub>4</sub>)alkyl, -(C<sub>1</sub>-C<sub>4</sub>)alkyl-, -alkenyl-, C(O);

the A ring is phenyl, naphthyl, thiazolyl, pyrazolyl, quinolinyl, dihydropyrazolyl, benzofuranyl, dibenzofuranyl, pyrimidyl, naphthyl, quinazolinyl,

benzo[b]thiophene, imidazolyl, furanyl, isothiazolyl, pyrrolyl, oxazolyl, triazolyl, each of which is optionally substituted with 1, 2, or 3 groups that are independently, halogen, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>6</sub> alkoxy carbonyl, haloalkyl, haloalkoxy, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, or N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl;

Q is H, phenyl, naphthyl, -phenyl-carbonyl-phenyl, -phenyl-(C<sub>1</sub>-C<sub>4</sub>)alkyl-phenyl, -phenyl-pyridyl, -phenyl-pyrimidyl, -phenyl-oxazolyl, -phenyl-thiazolyl, -phenyl-imidazolyl, -phenyl-pyrrolyl, -phenyl-piperidinyl, -phenyl-pyrrolidinyl, -phenyl-piperazinyl, -phenyl-morpholinyl, -phenyl-thiomorpholinyl, -phenyl-thiomorpholinyl dioxide, -phenyl-, pyridyl, pyrimidyl, furanyl, thienyl, pyrrolyl, imidazolyl, -pyridyl-(C<sub>1</sub>-C<sub>4</sub>)alkyl-phenyl, -pyrimidyl-(C<sub>1</sub>-C<sub>4</sub>)alkyl-phenyl, morpholinyl, thiomorpholinyl, thiomorpholinyl dioxide, imidazolidinyl, tetrahydrofuranyl, tetrahydrothienyl, piperidinyl, pyrrolidinyl, piperazinyl, C<sub>1</sub>-C<sub>6</sub> alkyl, halogen, haloalkoxy, haloalkyl, or C<sub>1</sub>-C<sub>6</sub> alkoxy carbonyl, wherein the aforementioned cyclic groups are optionally substituted with 1, 2, 3, 4, or 5 groups that are independently alkoxy carbonyl, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, C<sub>1</sub>-C<sub>4</sub> haloalkyl, C<sub>1</sub>-C<sub>4</sub> haloalkoxy, NR<sub>6</sub>R<sub>7</sub>, or phenyl; wherein

R<sub>6</sub> and R<sub>7</sub> are independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, C<sub>2</sub>-C<sub>6</sub> alkanoyl, phenyl(C<sub>1</sub>-C<sub>6</sub>)alkanoyl, C<sub>1</sub>-C<sub>6</sub> alkoxy carbonyl, phenyl(C<sub>1</sub>-C<sub>6</sub>)alkoxy carbonyl, pyridylcarbonyl, furanylcarbonyl, pyridyl, pyrimidyl, piperidinylcarbonyl, pyrrolidinylcarbonyl, -C(O)NH<sub>2</sub>, -C(O)NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, -C(O)N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, or -SO<sub>2</sub>-phenyl, wherein the cyclic groups are optionally substituted with 1, 2, 3, or 4 groups that are independently halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, NO<sub>2</sub>, OH, NH<sub>2</sub>,



NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, C<sub>1</sub>-C<sub>2</sub>  
haloalkyl or C<sub>1</sub>-C<sub>2</sub> haloalkoxy, and

Z is absent, H, -NHC(O)phenyl, -N(C<sub>1</sub>-C<sub>4</sub> alkyl)C(O)phenyl, or  
phenyl, wherein the phenyl groups are optionally  
5 substituted with 1, 2, 3, 4, or 5 groups that are  
independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, C<sub>1</sub>-C<sub>4</sub>  
haloalkyl, C<sub>1</sub>-C<sub>4</sub> haloalkoxy, or NO<sub>2</sub>.

12. A compound according to claim 11, wherein

10 R<sub>20</sub>, R<sub>21</sub>, R<sub>22</sub>, and R<sub>23</sub> are independently selected from H,  
phenylalkoxy, benzyl, phenethyl, halogen, C<sub>1</sub>-C<sub>6</sub> alkyl, OH,  
alkoxy, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl,  
NH-phenyl, NHphenylalkyl, N(C<sub>1</sub>-C<sub>4</sub>)alkyl-phenyl, -NHSO<sub>2</sub>-  
phenyl, -N(C<sub>1</sub>-C<sub>4</sub>alkyl)SO<sub>2</sub>phenyl, or -N(C<sub>1</sub>-  
15 C<sub>4</sub>alkyl)phenyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, wherein the phenyl group is  
optionally substituted with 1, 2, 3, or 4 groups that are  
independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, OH, NO<sub>2</sub>,  
haloalkyl, haloalkoxy;

L is -SO<sub>2</sub>NH-, -SO<sub>2</sub>N(C<sub>1</sub>-C<sub>4</sub>) alkyl-, -NHSO<sub>2</sub>-, -O-, -C(O)NH-, -  
20 C(O)N(C<sub>1</sub>-C<sub>4</sub>)alkyl-, -SO<sub>2</sub>-, -C(O)-(C<sub>1</sub>-C<sub>4</sub>) alkyl-, -(C<sub>1</sub>-C<sub>4</sub>)  
alkyl-C(O)-, -NH-, -N(C<sub>1</sub>-C<sub>4</sub>) alkyl-, wherein the alkyl  
group is optionally substituted with phenyl, which is  
optionally substituted with 1, 2, 3, or 4 groups that are  
independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, OH, NO<sub>2</sub>,  
25 haloalkyl, or haloalkoxy; or

L<sub>2</sub> is a bond or -C(O)NR<sub>9</sub>-, -N(R<sub>9</sub>)C(O)-, -(C<sub>1</sub>-C<sub>4</sub>)alkyl-C(O)NR<sub>9</sub>-,  
-(C<sub>1</sub>-C<sub>4</sub>)alkyl-N(R<sub>9</sub>)C(O)-, -C(O)N(R<sub>9</sub>)-(C<sub>1</sub>-C<sub>4</sub>)alkyl-, -  
N(R<sub>9</sub>)C(O)-(C<sub>1</sub>-C<sub>4</sub>)alkyl-, -N(R<sub>9</sub>)SO<sub>2</sub>-, -SO<sub>2</sub>N(R<sub>9</sub>)-, -N(R<sub>9</sub>)-,  
-N(R<sub>9</sub>)-(C<sub>1</sub>-C<sub>4</sub>)alkyl-, -O-(C<sub>1</sub>-C<sub>6</sub>)alkyl-, -(C<sub>1</sub>-C<sub>6</sub>)alkyl-O-, or  
30 -(C<sub>1</sub>-C<sub>4</sub>)alkyl-N(R<sub>9</sub>)-,

R<sub>9</sub> is H, C<sub>1</sub>-C<sub>6</sub> alkyl, -SO<sub>2</sub>phenyl, phenylalkyl,  
naphthylalkyl, or anthracenylalkyl, wherein the aryl  
group is optionally substituted with 1, 2, 3, or 4  
groups that are independently C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub>

alkoxy, halogen, OH, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, haloalkyl, or haloalkoxy;

L<sub>3</sub> is absent, a bond, -(C<sub>1</sub>-C<sub>4</sub>)alkyl-O-, -O-(C<sub>1</sub>-C<sub>4</sub>)alkyl, -(C<sub>1</sub>-C<sub>4</sub>)alkyl-, -alkenyl-, C(O);

5 R<sub>1</sub> is H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, or C<sub>3</sub>-C<sub>6</sub> alkenyl;

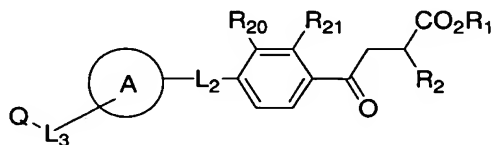
R<sub>2</sub> is phenyl, phenyl(C<sub>1</sub>-C<sub>4</sub>)alkyl, C<sub>1</sub>-C<sub>6</sub> alkyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-pyridinyl, (C<sub>1</sub>-C<sub>4</sub>) hydroxyalkyl, wherein the phenyl ring is optionally substituted with a total of 1, 2, 3, or 4 groups that are independently halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, -SO<sub>2</sub>-(C<sub>1</sub>-C<sub>4</sub>) alkyl, C<sub>1</sub>-C<sub>4</sub> haloalkyl, or C<sub>1</sub>-C<sub>4</sub> haloalkoxy;

the A ring is phenyl, naphthyl, thiazolyl, pyrazolyl, dihydropyrazolyl, benzofuranyl, dibenzofuranyl, pyrimidyl, naphthyl, quinazolinyl, benzo[b]thiophene, imidazolyl, isothiazolyl, or pyrrolyl, each of which is optionally substituted with 1, 2, or 3 groups that are independently, halogen, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>6</sub> alkoxy carbonyl, haloalkyl, haloalkoxy, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, or N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl;

20 Q is H, phenyl, naphthyl, -phenyl-carbonyl-phenyl, -phenyl-(C<sub>1</sub>-C<sub>4</sub>)alkyl-phenyl, -phenyl-pyridyl, -phenyl-pyrimidyl, -phenyl-imidazolyl, -phenyl-pyrrolyl, -phenyl-piperazinyl, -phenyl-morpholinyl, -phenyl-thiomorpholinyl dioxide, -phenyl-, pyridyl, pyrimidyl, furanyl, thienyl, pyrrolyl, imidazolyl, -pyridyl-(C<sub>1</sub>-C<sub>4</sub>)alkyl-phenyl, -pyrimidyl-(C<sub>1</sub>-C<sub>4</sub>)alkyl-phenyl, morpholinyl, thiomorpholinyl, thiomorpholinyl dioxide, imidazolidinyl, tetrahydrofuranyl, tetrahydrothienyl, piperidinyl, pyrrolidinyl, piperazinyl, C<sub>1</sub>-C<sub>6</sub> alkyl, halogen, haloalkoxy, haloalkyl, or C<sub>1</sub>-C<sub>6</sub> alkoxy carbonyl, wherein the aforementioned cyclic groups are optionally substituted with 1, 2, 3, 4, or 5 groups that are independently alkoxy carbonyl, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, C<sub>1</sub>-C<sub>4</sub> haloalkyl, C<sub>1</sub>-C<sub>4</sub> haloalkoxy, NR<sub>6</sub>R<sub>7</sub>, or phenyl; wherein

$R_6$  and  $R_7$  are independently H,  $C_1$ - $C_6$  alkyl, phenyl( $C_1$ - $C_6$ )alkyl,  $C_2$ - $C_6$  alkanoyl, phenyl( $C_1$ - $C_6$ )alkanoyl,  $C_1$ - $C_6$  alkoxy, carbonyl, phenyl( $C_1$ - $C_6$ )alkoxy, carbonyl, pyridyl, furanyl, piperidinyl, pyrrolidinyl,  $-C(O)NH_2$ ,  $-C(O)NH(C_1-C_6)alkyl$ ,  $-C(O)N(C_1-C_6)alkyl(C_1-C_6)alkyl$ , or  $-SO_2$ -phenyl, wherein the cyclic groups are optionally substituted with 1, 2, 3, or 4 groups that are independently halogen,  $C_1$ - $C_4$  alkyl,  $C_1$ - $C_4$  alkoxy,  $NO_2$ ,  $OH$ ,  $NH_2$ ,  $NH(C_1-C_6)alkyl$ ,  $N(C_1-C_6)alkyl(C_1-C_6)alkyl$ ,  $C_1$ - $C_2$  haloalkyl or  $C_1$ - $C_2$  haloalkoxy, and  $Z$  is absent, H, or phenyl, wherein the phenyl group is optionally substituted with 1, 2, 3, 4, or 5 groups that are independently  $C_1$ - $C_6$  alkyl,  $C_1$ - $C_6$  alkoxy, halogen,  $C_1$ - $C_4$  haloalkyl,  $C_1$ - $C_4$  haloalkoxy, or  $NO_2$ .

13. A compound according to claim 12, of the formula



wherein

$R_1$  is H,  $C_1$ - $C_6$  alkyl, benzyl, or allyl;  
 $R_2$  is phenyl, phenyl( $C_1$ - $C_4$ )alkyl,  $C_1$ - $C_6$  alkyl,  $-CH_2$ -pyridyl, or ( $C_1$ - $C_4$ ) hydroxyalkyl, wherein the phenyl portion is optionally substituted with a total of 1, 2, 3, or 4 groups that are independently halogen,  $C_1$ - $C_4$  alkyl,  $C_1$ - $C_4$  alkoxy,  $-SO_2$ -( $C_1$ - $C_4$ ) alkyl,  $C_1$ - $C_4$  haloalkyl, or  $C_1$ - $C_4$  haloalkoxy; and  
 $R_{20}$  and  $R_{21}$  are independently selected from H,  $NO_2$ ,  $NH_2$ ,  $NH(C_1-C_6)alkyl$ ,  $N(C_1-C_6)alkyl(C_1-C_6)alkyl$ ,  $NH$ -phenyl,  $NH$ phenylalkyl,  $N(C_1-C_4)alkyl$ -phenyl,  $-NHSO_2$ -phenyl,  $-N(C_1-C_4alkyl)SO_2$ phenyl, or  $-N(C_1-C_4alkyl)phenyl(C_1-C_6)alkyl$ , wherein the phenyl group is optionally substituted with 1, 2, 3, or 4 groups that are independently  $C_1$ - $C_6$  alkyl,  $C_1$ - $C_6$  alkoxy, halogen,  $OH$ ,  $NO_2$ , haloalkyl, haloalkoxy.

14. A compound according to claim 13, wherein the A ring is phenyl, naphthyl, thiazolyl, pyrazolyl, dibenzofuranyl, dihydropyrazolyl, benzofuranyl, pyrimidyl, quinazolinyl, or benzo[b]thiophene, each of which is optionally substituted with 1, 2, or 3 groups that are independently, halogen, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, CF<sub>3</sub>, OCF<sub>3</sub>, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, or N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl;
- 10 Q is H, phenyl, naphthyl, -phenyl-pyridyl, -phenyl-, pyridyl, pyrimidyl, furanyl, thienyl, pyrrolyl, imidazolyl, -pyridyl-(C<sub>1</sub>-C<sub>4</sub>)alkyl-phenyl, morpholinyl, thiomorpholinyl, thiomorpholinyl dioxide, imidazolidinyl, tetrahydrofuranyl, tetrahydrothienyl, piperidinyl, pyrrolidinyl, piperazinyl, C<sub>1</sub>-C<sub>6</sub> alkyl, halogen, haloalkoxy, haloalkyl, or C<sub>1</sub>-C<sub>6</sub> alkoxycarbonyl, wherein the aforementioned cyclic groups are optionally substituted with 1, 2, 3, 4, or 5 groups that are independently alkoxycarbonyl, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, C<sub>1</sub>-C<sub>4</sub> haloalkyl, C<sub>1</sub>-C<sub>4</sub> haloalkoxy, NR<sub>6</sub>R<sub>7</sub>, or phenyl; wherein R<sub>6</sub> and R<sub>7</sub> are independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, C<sub>2</sub>-C<sub>6</sub> alkanoyl, phenyl(C<sub>1</sub>-C<sub>6</sub>)alkanoyl, C<sub>1</sub>-C<sub>6</sub> alkoxycarbonyl, phenyl(C<sub>1</sub>-C<sub>6</sub>)alkoxycarbonyl, pyridylcarbonyl, furanylcarbonyl, or -SO<sub>2</sub>-phenyl, wherein the cyclic groups are optionally substituted with 1, 2, 3, or 4 groups that are independently halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, NO<sub>2</sub>, OH, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, C<sub>1</sub>-C<sub>2</sub> haloalkyl or C<sub>1</sub>-C<sub>2</sub> haloalkoxy.

15. A compound according to claim 14, wherein L<sub>2</sub> is a bond or -C(O)NR<sub>9</sub>-, -N(R<sub>9</sub>)C(O)-, -N(R<sub>9</sub>)SO<sub>2</sub>-, -SO<sub>2</sub>N(R<sub>9</sub>)-, -N(R<sub>9</sub>)-, -N(R<sub>9</sub>)-(C<sub>1</sub>-C<sub>4</sub>)alkyl-, or -(C<sub>1</sub>-C<sub>4</sub>)alkyl-N(R<sub>9</sub>)-,

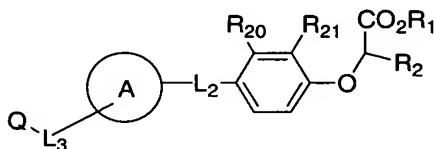
- R<sub>9</sub> is H, C<sub>1</sub>-C<sub>6</sub> alkyl, -SO<sub>2</sub>phenyl, phenylalkyl, naphthyl-CH<sub>2</sub>-, or anthracenyl-CH<sub>2</sub>-, wherein the aryl group is optionally substituted with 1, 2, 3, or 4 groups that are independently C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, halogen, OH, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, haloalkyl, or haloalkoxy;
- L<sub>3</sub> is a bond, -(C<sub>1</sub>-C<sub>4</sub>)alkyl-O-, -O-(C<sub>1</sub>-C<sub>4</sub>)alkyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-, C(O);
- R<sub>2</sub> is phenyl, phenyl(C<sub>1</sub>-C<sub>4</sub>)alkyl, -CH<sub>2</sub>-pyridyl, or C<sub>1</sub>-C<sub>6</sub> alkyl wherein the phenyl portion is optionally substituted with a total of 1, 2, 3, or 4 groups that are independently halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, -SO<sub>2</sub>-(C<sub>1</sub>-C<sub>4</sub>) alkyl, CF<sub>3</sub>, or OCF<sub>3</sub>;
- Q is H, phenyl, naphthyl, -phenyl-pyridyl, -phenyl-, pyridyl, piperidinyl, pyrrolidinyl, or piperazinyl, wherein the aforementioned cyclic groups are optionally substituted with 1, 2, 3, 4, or 5 groups that are independently alkoxycarbonyl, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, CF<sub>3</sub>, OCF<sub>3</sub>, NR<sub>6</sub>R<sub>7</sub>, or phenyl; wherein
- R<sub>6</sub> and R<sub>7</sub> are independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, C<sub>2</sub>-C<sub>6</sub> alkanoyl, phenyl(C<sub>1</sub>-C<sub>6</sub>)alkanoyl, or -SO<sub>2</sub>-phenyl, wherein the cyclic groups are optionally substituted with 1, 2, 3, or 4 groups that are independently halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, NO<sub>2</sub>, OH, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, C<sub>1</sub>-C<sub>2</sub> haloalkyl or C<sub>1</sub>-C<sub>2</sub> haloalkoxy.

16. A compound according to claim 15, wherein
- L<sub>3</sub> is a bond;
- R<sub>2</sub> is phenyl, benzyl, phenethyl, or C<sub>1</sub>-C<sub>6</sub> alkyl wherein the phenyl portion is optionally substituted with a total of 1, 2, 3, or 4 groups that are independently halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, -SO<sub>2</sub>-(C<sub>1</sub>-C<sub>4</sub>) alkyl, CF<sub>3</sub>, or OCF<sub>3</sub>;
- Q is H, or phenyl, optionally substituted with 1, 2, 3, 4, or 5 groups that are independently alkoxycarbonyl, C<sub>1</sub>-C<sub>6</sub>

alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, CF<sub>3</sub>, OCF<sub>3</sub>, NR<sub>6</sub>R<sub>7</sub>, or phenyl;  
and

the A ring is phenyl, naphthyl, thiazolyl, pyrazolyl,  
dihydropyrazolyl, quinazolinyl, and benzo[b]thiophene,  
each of which is optionally substituted with 1, 2, or 3  
groups that are independently, halogen, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub>  
alkoxy, CF<sub>3</sub>, OCF<sub>3</sub>, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, or N(C<sub>1</sub>-  
C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl.

17. A compound according to claim 11, of the formula



wherein

R<sub>1</sub> is H, C<sub>1</sub>-C<sub>6</sub> alkyl, benzyl, or allyl;

R<sub>2</sub> is phenyl, phenyl(C<sub>1</sub>-C<sub>4</sub>)alkyl, C<sub>1</sub>-C<sub>6</sub> alkyl, or (C<sub>1</sub>-C<sub>4</sub>)

hydroxyalkyl, wherein the phenyl portion is optionally  
substituted with a total of 1, 2, 3, or 4 groups that are  
independently halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, -SO<sub>2</sub>-(C<sub>1</sub>-  
C<sub>4</sub>) alkyl, C<sub>1</sub>-C<sub>4</sub> haloalkyl, or C<sub>1</sub>-C<sub>4</sub> haloalkoxy.

18. A compound according to claim 17, wherein

the A ring is phenyl, naphthyl, thiazolyl, pyrazolyl,  
quinolinyl, dihydropyrazolyl, benzofuranyl, pyrimidyl,  
quinazolinyl, furanyl, or benzo[b]thiophene, each of  
which is optionally substituted with 1, 2, or 3 groups  
that are independently, halogen, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy,  
C<sub>1</sub>-C<sub>6</sub> alkoxycarbonyl, CF<sub>3</sub>, OCF<sub>3</sub>, CN, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-  
C<sub>6</sub>)alkyl, or N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl; and

R<sub>20</sub> and R<sub>21</sub>, are independently selected from H, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-  
C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, NH-phenyl, -N(C<sub>1</sub>-C<sub>4</sub>  
alkyl)C(O)phenyl, -NHC(O)phenyl, NHphenylalkyl, N(C<sub>1</sub>-  
C<sub>4</sub>)alkyl-phenyl, -NHSO<sub>2</sub>-phenyl, -N(C<sub>1</sub>-C<sub>4</sub>alkyl)SO<sub>2</sub>phenyl, or  
-N(C<sub>1</sub>-C<sub>4</sub>alkyl)phenyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, wherein the phenyl group  
is optionally substituted with 1, 2, 3, or 4 groups that

are independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, OH, NO<sub>2</sub>, haloalkyl, haloalkoxy.

19. A compound according to claim 18, wherein

- 5 L<sub>2</sub> is a bond or -C(O)NR<sub>9</sub>-, -N(R<sub>9</sub>)C(O)-, -N(R<sub>9</sub>)SO<sub>2</sub>-, -SO<sub>2</sub>N(R<sub>9</sub>)-,  
-N(R<sub>9</sub>)-, -N(R<sub>9</sub>)-(C<sub>1</sub>-C<sub>4</sub>)alkyl-, or -(C<sub>1</sub>-C<sub>4</sub>)alkyl-N(R<sub>9</sub>)-,  
R<sub>9</sub> is H, C<sub>1</sub>-C<sub>6</sub> alkyl, -SO<sub>2</sub>phenyl, phenylalkyl, naphthyl-  
CH<sub>2</sub>-, or anthracenyl-CH<sub>2</sub>-, wherein the aryl group is  
optionally substituted with 1, 2, 3, or 4 groups  
10 that are independently C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy,  
halogen, OH, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-  
C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, haloalkyl, or haloalkoxy;  
L<sub>3</sub> is a bond, -(C<sub>1</sub>-C<sub>4</sub>)alkyl-O-, -O-(C<sub>1</sub>-C<sub>4</sub>)alkyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-,  
C(O);  
15 R<sub>2</sub> is phenyl, phenyl(C<sub>1</sub>-C<sub>4</sub>)alkyl, or C<sub>1</sub>-C<sub>6</sub> alkyl wherein the  
phenyl portion is optionally substituted with a total of  
1, 2, 3, or 4 groups that are independently halogen, C<sub>1</sub>-C<sub>4</sub>  
alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, -SO<sub>2</sub>-(C<sub>1</sub>-C<sub>4</sub>) alkyl, CF<sub>3</sub>, or OCF<sub>3</sub>;  
Q is H, phenyl, naphthyl, -phenyl-pyridyl, -phenyl-, pyridyl,  
20 piperidiny, pyrrolidinyl, or piperazinyl, wherein the  
aforementioned cyclic groups are optionally substituted  
with 1, 2, 3, 4, or 5 groups that are independently  
alkoxycarbonyl, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, CF<sub>3</sub>,  
OCF<sub>3</sub>, NR<sub>6</sub>R<sub>7</sub>, or phenyl; wherein  
25 R<sub>6</sub> and R<sub>7</sub> are independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl(C<sub>1</sub>-  
C<sub>6</sub>)alkyl, C<sub>2</sub>-C<sub>6</sub> alkanoyl, phenyl(C<sub>1</sub>-C<sub>6</sub>)alkanoyl, or -  
SO<sub>2</sub>-phenyl, wherein the cyclic groups are optionally  
substituted with 1, 2, 3, or 4 groups that are  
independently halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, NO<sub>2</sub>,  
30 OH, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, C<sub>1</sub>-  
C<sub>2</sub> haloalkyl or C<sub>1</sub>-C<sub>2</sub> haloalkoxy.

20. A pharmaceutical composition comprising a compound  
according to claim 1 and at least one pharmaceutically  
35 acceptable carrier, solvent, adjuvant or excipient.

21. A method of treating diabetes, comprising administering to a patient in need of such treatment a pharmaceutically acceptable amount of a compound of claim 1.

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22. A compound according to claim 1 that is

N-([4-([4-(4-chlorophenyl)-5-(4-methylphenyl)-1,3-thiazol-2-yl]amino)carbonyl]phenyl)sulfonyl]phenylalanine;

N-([4-[3-(4-methoxyphenyl)-5-(4-pentylphenyl)-4,5-dihydro-1H-pyrazol-1-yl]phenyl)sulfonyl]-N-methylphenylalanine;

N-([4-([4-(4-chlorophenyl)-5-(4-methoxyphenyl)-1,3-thiazol-2-yl]amino)carbonyl]phenyl)sulfonyl]phenylalanine;

N-methyl-N-([4-{5-(4-pentylphenyl)-3-[4-(trifluoromethoxy)phenyl]-4,5-dihydro-1H-pyrazol-1-yl]phenyl)sulfonyl]phenylalanine;

N-([4-[3-(4-methoxyphenyl)-5-(4-pentylphenyl)-1H-pyrazol-1-yl]phenyl)sulfonyl]-N-methylphenylalanine;

N-methyl-N-([4-{5-(4-pentylphenyl)-3-[4-(trifluoromethoxy)phenyl]-1H-pyrazol-1-yl]phenyl)sulfonyl]phenylalanine;

N-([4-[5-(4-butoxyphenyl)-3-(4-methoxyphenyl)-1H-pyrazol-1-yl]phenyl)sulfonyl]-N-methylphenylalanine;

2-benzyl-4-oxo-4-[3-([4-(trifluoromethoxy)phenyl)sulfonyl]amino)phenyl]butanoic acid;

N-([4-([4-(3-chlorophenyl)-5-(4-methylphenyl)-1,3-thiazol-2-yl]amino)carbonyl]phenyl)sulfonyl]phenylalanine;

N-([4-[5-(4-isopropylphenyl)-3-(4-methoxyphenyl)-1H-pyrazol-1-yl]phenyl)sulfonyl]-N-methylphenylalanine;

N-([4-([4-(3-chloro-4-methylphenyl)-5-(4-methylphenyl)-1,3-thiazol-2-yl]amino)carbonyl]phenyl)sulfonyl]phenylalanine;

N-([4-([4-(4-chlorophenyl)-5-(4-methylphenyl)-1,3-thiazol-2-yl]amino)carbonyl]phenyl)sulfonyl]-N-methylphenylalanine;

methyl (2S)-2-[4-((biphenyl-4-ylmethyl){[3-(trifluoromethyl)phenyl)sulfonyl]amino}phenoxy]-3-phenylpropanoate;

N-([4-([4-(4-bromophenyl)-5-(4-methylphenyl)-1,3-thiazol-2-yl]amino)carbonyl]phenyl)sulfonyl]phenylalanine;



N-([4-([4-(4-chlorophenyl)-5-(4-ethylphenyl)-1,3-thiazol-2-yl]amino)carbonyl]phenyl)sulfonyl]phenylalanine;

(2S)-2-[4-((biphenyl-4-ylmethyl){3-(trifluoromethyl)phenyl}sulfonyl)amino]phenoxy]-3-phenylpropanoic acid;

N-([4-([4,6-bis(4-methoxyphenyl)pyrimidin-2-yl]amino)phenyl)sulfonyl]-N-methyl-L-phenylalanine;

N-methyl-N-([4-[5-(4-pentylphenyl)-3-(trifluoromethyl)-1H-pyrazol-1-yl]phenyl)sulfonyl]phenylalanine;

2-benzyl-4-[4-([2-nitro-4-(trifluoromethyl)phenyl)sulfonyl]amino)phenyl]-4-oxobutanoic acid;

2-[3-[(4-butylphenyl)amino]-4-([4-(trifluoromethoxy)phenyl)sulfonyl]amino)phenoxy]-3-phenylpropanoic acid;

2-[3-[(4-butylphenyl)amino]-4-([3-(trifluoromethyl)phenyl)sulfonyl]amino)phenoxy]-3-phenylpropanoic acid;

(2S)-2-[3-((biphenyl-4-ylmethyl){4-(trifluoromethoxy)phenyl}sulfonyl)amino]phenoxy]-3-phenylpropanoic acid;

2-{4-[(4-bromophenyl)sulfonyl]amino}-3-[(4-butylphenyl)amino]phenoxy}-3-phenylpropanoic acid;

N-([4-[2-[(4-chlorobenzoyl)amino]-5-(4-ethylphenyl)-1,3-thiazol-4-yl]phenyl)sulfonyl]-N-methylphenylalanine

(2S)-2-[4-((2-naphthylmethyl){3-(trifluoromethyl)phenyl}sulfonyl)amino]phenoxy]-3-phenylpropanoic acid;

N-([4-{4-bromo-3-(4-methoxyphenyl)-5-[4-(trifluoromethyl)phenyl]-1H-pyrazol-1-yl]phenyl)sulfonyl]-N-methylphenylalanine;

N-([4-[5-(4-bromophenyl)-3-(4-methoxyphenyl)-1H-pyrazol-1-yl]phenyl)sulfonyl]-N-methylphenylalanine;

2-{4-[(4-bromobenzoyl)amino]-3-[(4-butylphenyl)amino]phenoxy}-3-phenylpropanoic acid;

N-([4-[(6-bromo-4-phenylquinazolin-2-yl)amino]phenyl)sulfonyl]-N-methylphenylalanine;

N-([4-[2-[(cyclopentylacetyl)amino]-5-(4-ethylphenyl)-1,3-thiazol-4-yl]phenyl)sulfonyl]-N-methyl-L-phenylalanine;

N-({4-[2-(4-chlorophenyl)-5-(4-ethylphenyl)-1,3-thiazol-4-yl]phenyl)sulfonyl)-N-methyl-L-phenylalanine;

N-({4-[5-(4-ethylphenyl)-2-(6-methoxypyridin-3-yl)-1,3-thiazol-4-yl]phenyl)sulfonyl)-N-methyl-L-phenylalanine;

2-(3-[(4-butylphenyl)amino]-4-[(4-chloro-3-nitrophenyl)sulfonyl]amino)phenoxy)-3-phenylpropanoic acid;

N-[(4-[(4-(4-chlorophenyl)-5-(4-methylphenyl)-1,3-thiazol-2-yl]amino)phenyl)sulfonyl]-N-methyl-L-phenylalanine;

2-[3-[(4-butylphenyl)amino]-4-([5-(dimethylamino)-1-naphthyl]sulfonyl)amino]phenoxy)-3-phenylpropanoic acid;

2-(3-[(4-butylphenyl)amino]-4-[(5-chloro-3-methyl-1-benzothien-2-yl)sulfonyl]amino)phenoxy)-3-phenylpropanoic acid;

2-benzyl-4-[3-((2-naphthylmethyl){[4-(trifluoromethoxy)phenyl]sulfonyl}amino)phenyl]-4-oxobutanoic acid;

N-[(4-{3-(4-chlorophenyl)-5-[4-(trifluoromethyl)phenyl]-1H-pyrazol-1-yl}phenyl)sulfonyl]-N-methylphenylalanine;

N-({4-[3-(4-chlorophenyl)-5-(4-ethylphenyl)-1H-pyrazol-1-yl]phenyl)sulfonyl)-N-methylphenylalanine;

N-[(4-{4-bromo-3-(4-chlorophenyl)-5-[4-(trifluoromethyl)phenyl]-1H-pyrazol-1-yl}phenyl)sulfonyl]-N-methylphenylalanine;

N-({4-[4-bromo-3-(4-chlorophenyl)-5-(4-ethylphenyl)-1H-pyrazol-1-yl]phenyl)sulfonyl)-N-methylphenylalanine;

N-({4-[5-(4-bromophenyl)-3-(4-chlorophenyl)-1H-pyrazol-1-yl]phenyl)sulfonyl)-N-methylphenylalanine;

N-({4-[3-(4-chlorophenyl)-5-(4-pentylphenyl)-1H-pyrazol-1-yl]phenyl)sulfonyl)-N-methylphenylalanine;

N-({4-[4-bromo-3-(4-chlorophenyl)-5-(4-pentylphenyl)-1H-pyrazol-1-yl]phenyl)sulfonyl)-N-methylphenylalanine;

2-(4-[(4-bromo-3-fluorophenyl)sulfonyl]amino)-3-[(4-butylphenyl)amino]phenoxy)-3-phenylpropanoic acid;

2-(4-([4-bromo-3-(trifluoromethyl)phenyl]sulfonyl)amino)-3-[(4-butylphenyl)amino]phenoxy)-3-phenylpropanoic acid;

2-benzyl-4-[3-((biphenyl-4-ylmethyl){[4-(trifluoromethoxy)phenyl]sulfonyl}amino)phenyl]-4-oxobutanoic acid;

2-(4-([4-bromo-2-(trifluoromethoxy)phenyl]sulfonyl)amino)-3-[(4-butylphenyl)amino]phenoxy)-3-phenylpropanoic acid;

2-(3-[(4-butylphenyl)amino]-4-[(3,4-dichlorophenyl)sulfonyl]amino)phenoxy)-3-phenylpropanoic acid;  
diallyl {2-oxo-2-[4-([4-(trifluoromethoxy)phenyl)sulfonyl]amino)phenyl]ethyl}[4-(trifluoromethyl)benzyl]malonate;  
N-([4-[(6-isopropyl-4-phenylquinazolin-2-yl)amino]phenyl)sulfonyl)-N-methylphenylalanine;  
N-([4-[5-(4-chlorophenyl)-2-(4-ethylphenyl)-1,3-thiazol-4-yl]phenyl)sulfonyl)-N-ethyl-L-phenylalanine;  
N-([4-[5-(4-chlorophenyl)-2-(4-ethylphenyl)-1,3-thiazol-4-yl]phenyl)sulfonyl)phenylalanine;  
N-([4-[2,5-bis(4-ethylphenyl)-1,3-thiazol-4-yl]phenyl)sulfonyl)phenylalanine;  
2-(3-[(4-butylphenyl)amino]-4-[(3,4-dibromophenyl)sulfonyl]amino)phenoxy)-3-phenylpropanoic acid;  
2-benzyl-4-(4-([4-chloro-3-(trifluoromethyl)benzyl][(3,4-dichlorophenyl)sulfonyl]amino)phenyl)-4-oxobutanoic acid;  
methyl 2-benzyl-4-(3-[(biphenyl-4-ylmethyl][(3,4-dichlorophenyl)sulfonyl]amino)phenyl)-4-oxobutanoate;  
methyl 2-benzyl-4-(3-[(3,4-dichlorobenzyl][(3,4-dichlorophenyl)sulfonyl]amino)phenyl)-4-oxobutanoate;  
methyl 2-benzyl-4-{3-[[4-chloro-3-(trifluoromethyl)benzyl](2-naphthylsulfonyl)amino]phenyl}-4-oxobutanoate;  
methyl 2-benzyl-4-{3-[(biphenyl-4-ylmethyl)(2-naphthylsulfonyl)amino]phenyl}-4-oxobutanoate;  
2-benzyl-4-{3-[(biphenyl-4-ylmethyl)(2-naphthylsulfonyl)amino]phenyl}-4-oxobutanoic acid;  
2-(3-[(4-bromophenyl)amino]-4-[(4-butylphenyl)sulfonyl]amino)phenoxy)-3-phenylpropanoic acid;  
methyl 2-benzyl-4-{3-[(2-naphthylmethyl)(2-naphthylsulfonyl)amino]phenyl}-4-oxobutanoate;  
2-benzyl-4-{3-[(2-naphthylmethyl)(2-naphthylsulfonyl)amino]phenyl}-4-oxobutanoic acid;  
4-{3-[(2-anthrylsulfonyl)(2-naphthylmethyl)amino]phenyl}-2-benzyl-4-oxobutanoic acid;  
methyl 2-benzyl-4-{3-[[4-(dimethylamino)-3-fluorophenyl)sulfonyl](2-naphthylmethyl)amino]phenyl}-4-oxobutanoate;

methyl 2-benzyl-4-[3-([4-chloro-3-(trifluoromethyl)benzyl]([4-(dimethylamino)-3-(trifluoromethyl)phenyl]sulfonyl)amino)phenyl]-4-oxobutanoate;

methyl 2-benzyl-4-{3-[[4-(dimethylamino)-3-(trifluoromethyl)phenyl]sulfonyl](2-naphthylmethyl)amino]phenyl}-4-oxobutanoate;

2-benzyl-4-[3-([4-chloro-3-(trifluoromethyl)benzyl]([4-(dimethylamino)-3-(trifluoromethyl)phenyl]sulfonyl)amino)phenyl]-4-oxobutanoic acid;

methyl 2-benzyl-4-(3-{[4-chloro-3-(trifluoromethyl)benzyl]([3,4-difluorophenyl]sulfonyl)amino}phenyl)-4-oxobutanoate;

methyl 2-benzyl-4-[3-([4-chloro-3-(trifluoromethyl)benzyl]([4-(dimethylamino)-3-fluorophenyl]sulfonyl)amino)phenyl]-4-oxobutanoate;

(2S)-2-[4-([4-(methoxycarbonyl)benzyl]([4-(trifluoromethoxy)phenyl]sulfonyl)amino)phenoxy]-3-phenylpropanoic acid;

2-benzyl-4-oxo-4-[4-([4-(trifluoromethoxy)phenyl]sulfonyl)amino)phenyl] butanoic acid;

2-[3-[(4-butylphenyl)amino]-4-([2-nitro-4-(trifluoromethyl)phenyl]sulfonyl)amino)phenoxy]-3-phenylpropanoic acid;

N-{[4-[(4-butylphenyl)amino]-3-([3-(trifluoromethyl)phenyl]sulfonyl)amino)phenyl] sulfonyl}-N-methyl-L-phenylalanine;

benzyl (2S)-2-[4-([5-nitro-2-furyl)methyl]([3-(trifluoromethyl)phenyl]sulfonyl)amino)phenoxy]-3-phenylpropanoate;

(2R)-2-[4-([4-chloro-2-(trifluoromethyl)quinolin-5-yl)methyl]([3-(trifluoromethyl)phenyl]sulfonyl)amino)phenoxy]-3-phenylpropanoic acid;

2-(4-[(4-butylphenyl)amino]-3-([4-(trifluoromethoxy)benzoyl]amino)phenoxy)-3-phenylpropanoic acid;

2-(3-[(4-butylphenyl)amino]-4-([4-chlorophenyl]sulfonyl)amino)phenoxy)-3-phenylpropanoic acid;

N-([4-[(6-bromo-4-phenylquinazolin-2-yl)(carboxymethyl)amino]phenyl]sulfonyl)-N-methylphenylalanine;

2-(3-[(4-butylphenyl)amino]-4-([3-cyano-4-fluorophenyl]sulfonyl)amino)phenoxy)-3-phenylpropanoic acid;

4-[4-((4-chlorobenzyl){[4-(trifluoromethoxy)phenyl]sulfonyl}amino)phenyl]-4-oxo-2-(pyridin-3-ylmethyl)butanoic acid;

2-benzyl-4-[4-((biphenyl-4-ylmethyl){[4-(trifluoromethoxy)phenyl]sulfonyl}amino)phenyl]-4-oxobutanoic acid;

2-benzyl-4-{4-[[[4-methoxy-3-(trifluoromethyl)phenyl]sulfonyl](1-naphthylmethyl)amino]phenyl}-4-oxobutanoic acid;

2-benzyl-4-(4-[[[3,4-dichlorophenyl]sulfonyl][4-(trifluoromethoxy)benzyl]amino]phenyl)-4-oxobutanoic acid;

2-benzyl-4-(4-[[[4-chloro-3-(trifluoromethyl)benzyl][3-fluoro-4-methoxyphenyl]sulfonyl]amino]phenyl)-4-oxobutanoic acid;

methyl 2-benzyl-4-{3-[[[3,4-dichlorophenyl]sulfonyl](2-naphthylmethyl)amino]phenyl}-4-oxobutanoate;

methyl 2-benzyl-4-(3-[[[4-chloro-3-(trifluoromethyl)benzyl][3,4-dichlorophenyl]sulfonyl]amino]phenyl)-4-oxobutanoate;

2-benzyl-4-(3-[[[4-chloro-3-(trifluoromethyl)benzyl][3,4-dichlorophenyl]sulfonyl]amino]phenyl)-4-oxobutanoic acid;

2-benzyl-4-(3-[[[biphenyl-4-ylmethyl][3,4-dichlorophenyl]sulfonyl]amino]phenyl)-4-oxobutanoic acid;

methyl 4-(3-[[[4-benzoylbenzyl][3,4-dichlorophenyl]sulfonyl]amino]phenyl)-2-benzyl-4-oxobutanoate;

2-benzyl-4-{3-[[[3,4-dichlorophenyl]sulfonyl](4-isopropylbenzyl)amino]phenyl}-4-oxobutanoic acid;

4-(4-dibenzo[b,d]furan-4-ylphenyl)-4-oxo-2-[3-(trifluoromethyl)benzyl]butanoic acid;

2-benzyl-4-{3-[[[4-methoxy-3-(trifluoromethyl)phenyl]sulfonyl](2-naphthylmethyl)amino]phenyl}-4-oxobutanoic acid;

methyl 2-benzyl-4-{3-[[[3,4-difluorophenyl]sulfonyl](2-naphthylmethyl)amino]phenyl}-4-oxobutanoate;

N-{[4-(2-bromo-5-dibenzo[b,d]furan-4-yl-1,3-thiazol-4-yl)phenyl]sulfonyl}phenylalanine;

N-{[4-(5-bromo-2-dibenzo[b,d]furan-4-yl-1,3-thiazol-4-yl)phenyl]sulfonyl}phenylalanine;

2-{4-[4-(4-Chloro-phenyl)-5-p-tolyl-thiazol-2-ylcarbamoyle]-benzenesulfonylamino}-3-phenyl-propionic acid;

2-{4-[4-(3-Chloro-phenyl)-5-p-tolyl-thiazol-2-ylcarbamoyle]-benzenesulfonylamino}-3-phenyl-propionic acid;

2-{4-[4-(2-Chloro-phenyl)-5-p-tolyl-thiazol-2-ylcarbamoyl]-benzenesulfonylamino}-3-phenyl-propionic acid;

2-({4-[4-(4-Chloro-phenyl)-5-p-tolyl-thiazol-2-ylcarbamoyl]-benzenesulfonyl}-methyl-amino)-3-phenyl-propionic acid;

2-({4-[2-(2-Cyclopentyl-acetyl-amino)-5-(4-ethyl-phenyl)-thiazol-4-yl]-benzenesulfonyl}-methyl-amino)-3-phenyl-propionic acid;

2-({4-[2-(4-Chloro-benzoylamino)-5-(4-ethyl-phenyl)-thiazol-4-yl]-benzenesulfonyl}-methyl-amino)-3-phenyl-propionic acid;

2-({4-[4-(4-Chloro-phenyl)-5-p-tolyl-thiazol-2-ylamino]-benzenesulfonyl}-methyl-amino)-3-phenyl-propionic acid;

2-({4-[5-(4-Chloro-phenyl)-2-(4-ethyl-phenyl)-thiazol-4-yl]-benzenesulfonyl}-ethyl-amino)-3-phenyl-propionic acid;

2-{4-[5-(4-Chloro-phenyl)-2-(4-ethyl-phenyl)-thiazol-4-yl]-benzenesulfonylamino}-3-phenyl-propionic acid;

2-({4-[2-(4-Chloro-phenyl)-5-(6-methoxy-pyridin-3-yl)-thiazol-4-yl]-benzenesulfonyl}-ethyl-amino)-3-phenyl-propionic acid;

2-[4-(5-Bromo-2-dibenzofuran-4-yl-thiazol-4-yl)-benzenesulfonylamino]-3-phenyl-propionic acid

2-[4-(2-Dibenzofuran-4-yl-thiazol-4-yl)-benzenesulfonylamino]-3-phenyl-propionic acid

(4-{2-[(8-Chloro-dibenzofuran-4-carbonyl)-amino]-5-ethyl-thiazol-4-yl}-phenoxy)-phenyl-acetic acid

[4-(2-Benzo[b]thiophen-3-yl-5-ethyl-thiazol-4-yl)-phenoxy]-phenyl-acetic acid

[4-(2-Dibenzofuran-4-yl-5-ethyl-thiazol-4-yl)-phenoxy]-phenyl-acetic acid; or pharmaceutically acceptable salts thereof.